

State of California

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Bill Jones
Secretary of State

LIMITED LIABILITY COMPANY APPLICATION FOR REGISTRATION

A \$70.00 filling fee must accompany this form. IMPORTANT – Read instructions before completing this form.

200025610010

FILED

In the Office of the Secretary of State of the State of California

SEP 0 8 2000

BILL JONES, Secretary of State

Name under which the foreign limited liability company proposes to register and transact business in California;

(End the name with the words "Limited Liability Company," " Lid. Liability Co.," or the abbreviations "LLC" or "L.L.C.")

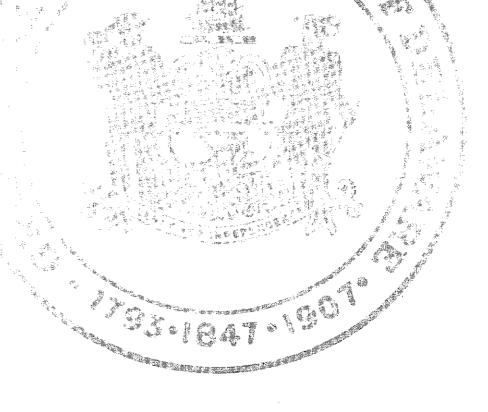
SHERPALO, L.L.C.						
2.	Name of the foreign limited liability company, if different from that entered above:					
3.	This foreign limited liability company was formed on		17	1999	in	Delaware
	and is authorized to exercise its powers and privileg	(month) 165 in that state.	(day)	(year)		(state or country)
4.	Name of the agent for service of process in this stat			e provision be	low:	
	C T Corporation System					, which is
	[] an Individual residing in California. Proceed to ite	em 5.				
	[X] a corporation which has filed a certificate pursuant to Section 1505 of the California Corporations Code. Proceed to Item 6.					
5.	If an Individual, California address of the agent for service of process:					
	Address:					
	Cib.a Ca-a-a-					* 1
6.	In the event the above agent for service of process r		t contaced	ar If the execu		Code:
0.	with the exercise of reasonable diligence, the Secre	tary of State of	the State of	California is	here	not be lound or served by appointed as the agent fo
service of process of this foreign limited liability company.						
	Address of the principal executive office: 40 Cowper, Stuite 101, Palo Alto, CA 94301	City	S	tate		Zip Code
_	Address of the principal office in California, if any:	City	9	tate		Zip code
	10 Cowper, Stuite 101, Palo Alto			CA		94301
9.	Type of susiness of the limited liability company: (F	or information p	urposes on	у.)		
10.	0. DECLARATION It is hereby declared that am the person who executed this instrument, which execution is my act and deed.					
	A \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		\mathcal{A}	\sim	\subset	hairan
	Signature of Authorized Person		Type or Print	Name and Title	of Au	horized Person
	9/5/2000	*				
	Date '					
11.	RETURN TO:			_		
	NAME			l l		
	FIRM					
	ADDRESS					
	CITY/STATE			ı		
	ZIP CODE					
<u> </u>	8EC/8TATE (REV. 12/99)				FOF App	RM LLC-5 - FILING FEE \$70.00 roved by Secretary of State

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHERPALO, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0662444

200025610010 DATE: 09-07-00